

**UNITED STATES DISTRICT COURT  
DISTRICT OF DELAWARE**

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**IN RE MBNA CORPORATION  
DERIVATIVE AND CLASS  
LITIGATION**  
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**Lead Case No. 1:05-cv-00327-  
GMS**

**This Document Relates To:  
  
ALL ACTIONS.**  
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**DECLARATION OF LAURENCE D. PASKOWITZ ATTACHING  
EXHIBITS REFERENCED IN PLAINTIFFS' SUR-REPLY  
MEMORANDUM RELATING TO THE ISSUE OF SUBJECT  
MATTER JURISDICTION**

CHIMICLES & TIKELLIS, LLP  
One Rodney Square  
P.O. Box 1035  
Wilmington, DE 19899  
Telephone: 302/656-2500  
Facsimile: 302/656-9053

Liaison Counsel for Plaintiffs  
ROBBINS UMEDA & FINK, LLP  
JEFFREY P. FINK  
610 West Ash Street, Suite 1800  
San Diego, CA 92101  
Telephone: 619/525-3990  
Facsimile: 619/525-3991

PASKOWITZ & ASSOCIATES  
LAURENCE PASKOWITZ  
ROY JACOBS  
60 East 42nd Street, 46th Floor  
New York, NY 10165  
Telephone: 212/685-0969  
Facsimile: 212/685-2306

Co-Lead Counsel for Plaintiffs

LAURENCE D. PASKOWITZ, under pain and penalty of perjury under the laws of the United States, does hereby declare and state this 11<sup>th</sup> day of December, 2006 as follows:

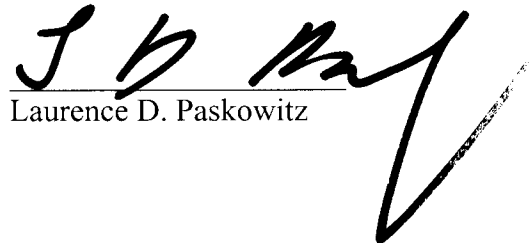
1. I am the principal of Paskowitz & Associates, counsel for plaintiff Lemon Bay Partners in these consolidated actions. My firm serves as one of two court-appointed co-lead counsel herein, along with the firm of Robbins Umeda & Fink, LLP.

2. Attached as Exhibit A hereto is a true and correct copy of the notice of removal filed by defendants in *Rosenwald v. Unger, et al.*

3. Attached hereto as Exhibit B is a concordance prepared by plaintiffs' counsel illustrating the overlapping legal and factual issues between the federal securities complaint and the complaint herein, summarizing the federal questions that have arisen in the briefing, and highlighting the relationship between various state law claims and the federal claims.

4. Attached hereto as Exhibit C is an exemplar of an amended pleading illustrating ways in which any perceived lack of subject matter jurisdiction may be cured by amendment.

FURTHER DECLARANT SAYETH NOT.

  
Laurence D. Paskowitz